

- 1. Call to Order**
 - Review of Previous Meeting Minutes
 - Expenditures Report Review
- 2. Chair Updates**
- 3. City Council Updates**
- 4. Committee/ Work Plan Updates**
 - Design
 - Promotions
 - Economic Restructuring
 - Organization

Vision:

To be a vibrant and inclusive Main Street community combining small-town charm and big-city opportunity that is nationally recognized as a desirable place to work, live, and thrive.

Mission:

The OTDB inspires community involvement, fosters economic vitality, encourages creativity and entrepreneurship, and attracts residents, visitors, and investors to Old Town Winchester.

- Ad-Hoc By-laws

- 5. Downtown Manager's Updates**
 - 2015 Events Promotion
 - VMS March 19
 - Other
- 6. Old Town Winchester Business Association**
- 7. Public Comments**
- 8. Adjournment:** Next meeting – The next regular meeting will take place **April 2, 2015 at 5:30 p.m. in the Exhibit Hall, 4th floor of City Hall.**

Attendees: Scott Dawson (Chair), Terry Bohan, Beau Correll, Kathlene Courtney, Susan Drew, Marilyn Finnemore, Cory Garman, Mark Lore, and Andrea Smith, **City Manager:** Eden Freeman, **Downtown Manager:** Jennifer Bell. **Absent:** David Cavallaro, Rick McClendon (Notes taken by Sarah Acuff Chapman)

➤ **Call to Order**

- Approval of Previous Meeting Minutes – *unanimously approved 8/0.*
- Expenditures Report – no questions.

[Kathlene Courtney arrived 5:33 p.m.]

➤ **Chair Updates – Scott Dawson**

Review of Local Challenge Arts Grant applicants. *Susan Drew moved to recommend that we direct the Downtown Manager to apply for the Local Government Challenge Grant from the VA Commission of the Arts for: Bluemont, First Night, and the Shenandoah Arts Council. Seconded. Discussion regarding whether or not this forecloses others from applying. Approved 8/1.*

➤ **City Council Updates – Eden Freeman**

- Next Tuesday Work Session Agenda
 - Annual update from Old Town on agenda. Scott Dawson and Jennifer Bell will present. Dario Savarese will be available to answer questions about events.
 - Special Events Policy Draft will be presented to Council with a proposed ordinance change to allow application fees.

➤ **Committee/ Work Plan Updates**

- Design – Cory Garman
 - Discussed changing operating hours of Splash Pad on Sunday mornings. Committee has no recommendation to make a change. *Andrea Smith introduced the following motion: Given that we have carefully considered feedback from various stakeholders, I move we recommend that the Splash Pad hours remain unchanged. Seconded. Discussion. Approved 7/2.* Downtown Manager will follow-up with the church.
- Promotions – Mark Lore
 - Reviewed branding strategy. Sub-committee headed by Marilyn Finnemore will be creating a user friendly branding guide in the coming weeks to post online.
 - Working on a marketing strategy, recruiting social media experts to assist.
- Economic Restructuring – Scott Dawson for David Cavallaro
 - Discussing open late program – Greatness Program. Reaching out to business owners for input.
- Organization – Andrea Smith
 - Andrea Smith is the new chair. A draft vision and mission statement was presented for board feedback. Also, working on strategic goals for the board.
- Ad Hoc Bylaws – Jennifer Bell for Rick McClendon.
 - Rick McClendon and the ad hoc bylaw group prepared a draft revision of the board's existing bylaws. Request comments and feedback prior to next meeting.

➤ **Downtown Manager's Updates – Jennifer Bell**

- Chocolate Escape – Allocated funds for radio advertisements for more publicity and promotion due to businesses participating reaching over 40. Volunteers needed.
 - New promotional materials.
 - 2015 event listing consistent with brand. Launch event series at press conference February 18 at the Bright Box.
 - Shopping and Dining Guide update in progress.
 - VMS representative Alex Berry will be in town on February 18 to meet with board members.
 - March 19. Evening VMS Awards ceremony in Richmond. Winchester will be celebrated as one of one of the few communities with 30 years as a Main Street community. Board members may attend.
 - Welcome Center picture hanging system is installed. Hope to exhibit a SU student's artwork next month with possible reception.
 - Granted a \$1,000 scholarship to attend the National Main Street conference focusing on entrepreneurs.
- **OTWBA – Christine Germeyer**
- Would like to know when is Easter Egg Hunt scheduled and if eggs will be donated.
 - City does not schedule the hunt. Funds were allocated for eggs. Once scheduled, will use allocated funds to purchase eggs.
 - Reminder that Restaurant Week is scheduled for March 2-7. Rally in the Alley is scheduled for April 12.
- **Public Comments:**
- Terry Bohan – Will be submitting letter of resignation from the OTDB. Has stepped back from business. Tonight is last meeting.

Motion to adjourn. Seconded. Unanimously approved.

Adjournment at 6:16 p.m. Next meeting – Thursday, March 5, 2015 at 5:30 p.m. in the Exhibit Hall, 4th Floor of City Hall.

Professional Services/Special Events	Budgeted	February Expenditures	Current Balance
Monthly Retainer - February	\$72,708.00	\$6,097.00	\$24,388.00
FYTD Account Total	\$196,700.00	\$6,097.00	\$57,197.78

Professional Services/Other	Budgeted	February Expenditures	Current Balance
Web Content Management for January		\$475.00	
Music License Service		\$719.00	
FYTD Account Total	\$10,100.00	\$1,194.00	\$5,541.00

Telecommunications	Budgeted	February Expenditures	Current Balance
Work Cell Phone for January		\$49.82	
FYTD Account Total	\$720.00	\$49.82	\$261.68

Travel/Mileage & Transportation	Budgeted	February Expenditures	Current Balance
Staunton Grant Workshop Transportation		\$112.10	
Atlanta NMS Conference Transportation		\$184.00	
FYTD Account Total	\$660.00	\$296.10	\$77.87

Travel/Meals, Lodging, Registration Fees	Budgeted	February Expenditures	Current Balance
Atlanta NMS Conference Registration		\$375.00	
Manassas Lodging		\$172.90	
FYTD Account Total	\$500.00	\$547.90	-\$256.32

Office Supplies	Budgeted	February Expenditures	Current Balance
Office Supplies		\$21.01	
FYTD Account Total	\$200.00	\$21.01	\$178.99

Winchester Old Town Development By-laws

Article I

Authorization and Purpose

- 1-1 The Winchester Old Town Development Board is established by an act of the Common Council in accordance with Chapter 25, Article II, Division 2.
- 1-2 The official title of the body shall be The Old Town Development Board, hereinafter referred to as "OTDB."
- 1-3 The primary purpose of the OTDB is to advise the Winchester Common Council on matters related to the special assessment districts and to complete other administrative functions as prescribed by city ordinance and the Code of Virginia and the Virginia Main Streets.
- 1-4 The *vision* of OTDB is to be a vibrant and inclusive Main Street community that combines small-town charm and big-city opportunity and is nationally recognized as a desirable place to work, live, and thrive.
- 1-5 The *mission* of OTDB is to inspire community involvement, foster economic vitality, encourage creativity and entrepreneurship, and attract residents, visitors, and investors to Old Town Winchester.
- 1-6 The OTDB shall host in November of each year a retreat to develop *strategic goals* that include but are not limited to: establishing a budget for the fiscal year, developing committee work plans in alignment with the strategic goals, and providing an assessment on the state of events and programs funded by the Board.

Article II

Membership

- 2-1 All members of the Old Town Development Board shall be appointed by the Common Council. Vacancies on the Old Town Development Board occurring otherwise than through the expiration of a term shall be filled for the unexpired term by appointment by the Common Council.
- 2-2 The Old Town Development Board shall consist of eleven (11) members as follows: Six (6) members shall own property or operate a business within the area subject to local assessment of local improvement under this chapter (three-year term). Three (3) members shall be at-large (three-year term) and shall be residents of the City. One (1) member shall own property or operate a business within the area subject to local assessment of local improvement under this chapter and/or represent a business within the City (three-year term).
- 2-3 One (1) member recommended by the President of Shenandoah University shall serve in such capacity during the term of holding such office, without re-appointment. The Downtown Manager, who shall fully report to the City Manager, shall serve as the primary staff liaison to the Old Town Development Board.
- 2-4 In accordance with Section 25-23 of the City Code, Council may with or without cause remove and/or replace any member of the Old Town Development Board by majority vote in an open session. The Old

Town Development Board may also seek removal of a member for good cause shown by the adoption, through majority vote, of a Resolution recommending removal of the member. Such Resolution shall include a summary of the cause for the recommendation of removal. Upon receipt of the Resolution recommending removal, the City Clerk shall place the recommendation upon the Agenda of Council for the next regularly scheduled meeting.

Article III

Officers

- 3-1** The OTDB shall elect a Chairperson and Vice Chairperson at the first business meeting of each year to serve for the calendar year. Election to these offices shall be by a majority of the members present.
- 3-2** Duties of the Chairperson. The Chairperson shall:
- 3-2-1** preside at all meetings.
 - 3-2-2** appoint members of the OTDB to serve as representatives and/or liaisons to external committees, boards, and OTDB committees and Task Forces, as required.
 - 3-2-3** rule on procedural matters that may come before the OTDB, subject to reversal by a 2/3 vote of the Board members present.
 - 3-2-4** report official communication to the Board and respond as required.
 - 3-2-5** present minutes to the Board for approval by a majority vote.
 - 3-2-6** be responsible for *external affairs* of the Board, including but not limited to: lead Board members in fostering relationships with Old Town stakeholders, the City Manager, and members of the Common Council to promote the mission and vision of the Board; be the official spokesperson for the Board; and represent the Board on matters that impact Old Town.
 - 3-2-7** perform such other duties as assigned by the Common Council or the Board.
- 3-3** The Vice Chairperson shall:
- 3-3-1** assume the duties of the Chairperson in his or her absence and/or vacancy until the next scheduled election.
 - 3-3-2** be responsible for *internal affairs* of the Board, including but not limited to: supporting committee chairs in the implementation of goals and strategic plans, vetting and reporting on financial requests made by application, and coordinating assessment efforts of the Board's strategic plan in alignment with Main Streets and the City of Winchester strategic plans.
 - 3-3-3** serve as parliamentarian for the Board to insure procedures are followed in accordance with the OTDB by-laws and City ordinance for OTDB.
 - 3-3-2** perform such other duties as assigned by the Common Council or the Board.

Article IV

Meetings

- 4-1** Meetings of the OTDB may take two forms. They are:
- 4-2** Board and Committee Meetings, which:
- 4-2-1** shall be held monthly and shall be scheduled with at least 72 hours notice for public announcement.
 - 4-2-2** Official Committees at this time include: the Design Committee, the Economic Restructuring Committee, the Organization Committee, and the Promotions Committee.
 - 4-2-3** Committees shall work on tasks assigned by the OTDB. They shall also discuss priorities to present to the OTDB. They shall accomplish tasks as directed by the OTDB.
 - 4-2-4** Committees' purposes shall be defined by the OTDB and may change and be amended by a majority of the OTDB with input from the Committee Chair.
 - 4-2-5** Committees that have not met for two consecutive months shall be considered inactive, and the OTDB Chairperson may replace the committee chair or reorganize the committee as needed.
- 4-3** The OTDB shall keep minutes of all business meetings. The Chairperson shall present minutes to the Board for approval by a majority vote.
- 4-4** The OTDB may call special work sessions or retreats and business sessions in addition to those regularly scheduled, provided the proper public notification has been made as required by law.

Article V

OTDB Procedures for Conducting Business

- 5-1** OTDB meetings shall be conducted in accordance with Robert's Rules of Order, except where otherwise specified in the by-laws or the attached OTDB policies or where Virginia law dictates.
- 5-2** The format for the Board Meeting shall be as follows:
- Call to order
 - Approval of Minutes
 - Officers' Reports
 - Chairperson's Report
 - Vice Chairperson's Report
 - Standing Committee Reports
 - Economic Restructuring Committee
 - Organization Committee
 - Design Committee
 - Promotions Committee
 - Ad Hoc Committees
 - Downtown Manager Updates

- Old Business
- New Business
- Public Comments
- Adjournment

5-2-1 Citizen comments will be taken during business meetings at a time designated for comments on items not set for public hearings on the agenda.

5-2-2 The OTDB may elect to take public comments on any agenda item, including those that do not require a public hearing, and those on which a public hearing has already been held.

5-2-3 The Chairperson may place special rules regarding public hearings by announcing them at the beginning of the hearing. These special rules may include time limits on reports, presentations, and citizen comments.

5-3 Business Meetings shall be held on the first Thursday of each month at 5:30 PM at Rouss City Hall, unless otherwise announced.

5-4 A quorum, consisting of a majority of the appointed members, shall be required for every business meeting.

5-5 All public hearings, votes, and public business shall be conducted at the business meeting.

5-6 The following rules apply regarding recorded votes of the OTDB:

5-6-1 The OTDB shall consider any appropriate motion that has been seconded.

5-6-2 A majority of the OTDB members present and voting is required for a motion to pass.

5-6-3 Whenever an agenda item requires a recommendation to the Common Council, the OTDB shall continue to consider the item until a definite recommendation is made.

5-6-4 All votes cast must be in accordance with Virginia Open Meeting Laws. All votes must be cast publicly and recorded in the meeting minutes.

Article VI

Amendments to the By-Laws

6-1 These by-laws may be amended by a vote of at least five (5) members of the OTDB, provided that the proposed amendment is brought up at an OTDB meeting, with consideration of the amendment to take place at the business meeting of the following month.

6-2 The OTDB may also elect to establish of list of policies that reflect the consensus of the OTDB at a given time, but that are not part of the by-laws. Such policies shall be considered guidelines to be followed as the OTDB sees fit and may be changed as the consensus of the OTDB changes, without formal process.

Article VII

Elections

- 7-1** The positions of Board Chairperson and Vice Chairperson shall be elected for one year, taking place at the first public meeting in January.
- 7-2** The OTDB Chair shall appoint Committee Chairs to the Economic Restructuring, Design, Promotions, and Organization Committees, for one-year terms, taking place from the time of appointment. The OTDB Chair has the authority to remove the Committee Chair for reasons including but not limited to: failure to discharge duties, unethical behavior, and/or violations of the OTDB Constitution, City code, local, state, or federal laws.
- 7-2-1** OTDB members cannot serve on more than two committees. Each committee must have at least one OTDB member. The Committee Chair is responsible for a monthly report on the activity of the committee to the OTDB.
- 7-2-2** Should a Committee Chair be absent from three or more committee meetings within a year, the OTDB Chair may determine whether to remove the sitting Committee Chair from their position and to appoint a new Committee Chair.
- 7-3** In the event of a vacancy simultaneously in both offices of the Board Chair and Board Vice Chair, the OTDB shall elect a replacement at its next business meeting.
- 7-4** Should the Board Chairperson be absent from three or more board meetings within a year, the Board may take a vote to determine whether to remove the sitting Chair from the position.
- 7-5** Should the Board Vice Chairperson be absent from three or more board meetings within the year, the Board may take a vote to determine whether to remove the sitting Vice Chair from the position and to elect a new Vice Chair.
- 7-4** *The process for elections shall be as follows:*
- 7-4-1** Elections shall be held at the first public meeting in January.
- 7-4-2** The Chair shall open the floor for nominations for Board Chair and/or Vice Chair.
- 7-4-3** Each candidate shall make an opening statement to the Board that addresses their goals for office.
- 7-4-4** The Chair shall open the floor for questions by members of the Board.
- 7-4-5** Each candidate will be allowed to close with a statement before a vote is called.
- 7-4-6** The Chair shall close the floor and roll call a vote.

POLICIES OF THE WINCHESTER OLD TOWN DEVELOPMENT BOARD

Conflicts of Interest

If an OTDB member has a conflict of interest on an agenda item, he/she should make a public declaration of the conflict immediately after the Chairperson has announced the item. Such Board member should then leave his/her seat and take a seat in the audience until the OTDB acts upon the item. Such conflict does not prevent the OTDB member from participating in the public hearing/public discussion of the item, either as an applicant, presenter, or an interested citizen. The minutes should reflect that, prior to the consideration of the item, such OTDB member declared him/herself in conflict and did not participate in the consideration of the item.

Chairperson's Statement on Public Hearings

When appropriate, but particularly prior to taking public comment on an item of unusual public interest, the Chairperson should make a statement to the public which explains the OTDB's role in the advisory process and the issues that the OTDB may consider in the pending matter. Such statement should seek to educate the public, as appropriate, on the importance of the Comprehensive Plan.

Public Meetings

Whenever three or more board members are assembled in discussion of business, it is considered a public meeting and requires a 72-hour advance public notice. No discussions may take place via email, as this would be considered a violation of public meeting laws.